

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re

LEHMAN BROTHERS HOLDINGS INC., *et al.*,

Debtors.

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Chapter 11 Case No.
08-13555 (JMP)
(Jointly Administered)

AFFIDAVIT AND DISCLOSURE STATEMENT OF GEORGE BRANDON,
ON BEHALF OF SQUIRE SANDERS & DEMPSEY, L.L.P.

STATE OF ARIZONA)
) ss:
COUNTY OF MARICOPA)

GEORGE BRANDON, being duly sworn, says:

1. I am a general partner of the law firm of Squire Sanders & Dempsey, L.L.P., located at 40 North Central Avenue, Suite 2700, Phoenix, Arizona, 85004 (the "Firm").
2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and, collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.
3. The Firm has performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. Except as noted in Paragraph 7 below, the Firm does not perform services for any such person

in connection with these chapter 11 cases. In addition, except as noted in Paragraph 7 below, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates. In all matters for which the Firm has performed services for parties in interest, other than the Debtors, in these cases, (a) the matters are unrelated to the specific matter for which the Firm has been engaged by the Debtors and (b) the Firm does not hold an interest adverse to the Debtors with respect to the specific matter for which the Firm has been engaged by the Debtors.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Except as to the matters noted in Paragraph 7 below, neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

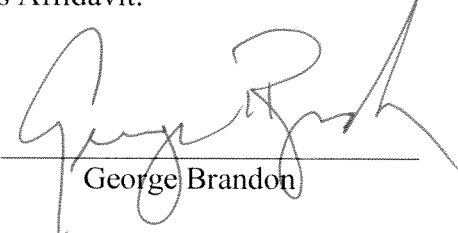
6. The Debtors owe the Firm \$22,621.04 for prepetition services.

7. The Firm has been engaged to represent several creditors and parties in interest in connection with their relationships with and/or claims against the Debtors (or an affiliate of the Debtors, including Lehman Brothers, Inc.). These creditors and parties in interest consist of, among others, financial institutions, governmental entities and other parties that are counterparties to derivative contracts with one or more of the Debtors (or an affiliate of the Debtors including Lehman Brothers, Inc.). In addition, the Firm represents Broadridge Financial Solutions, Inc. in connection with one or more contracts with one or more of the Debtors (or an affiliate of the Debtors including Lehman Brothers, Inc.), which contracts have been assumed and assigned, or may be assumed, rejected and/or assigned, to acquirers of the

Debtors' (or an affiliate of the Debtors including Lehman Brothers, Inc.) assets. The Firm may represent now or in the future other parties in interest in the Debtors' Chapter 11 cases. Each of the Firm's current representations is unrelated to the specific matter for which the Debtors have engaged the Firm.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.


Dated: October 23, 2008


George Brandon



SHERRIE JO CHRISTENSEN
Notary Public - Arizona
Maricopa County
Expires 10/02/2010

Subscribed and sworn to before me
this 23rd day of October, 2008


Notary Public

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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:
In re : **Chapter 11 Case No.**
:
LEHMAN BROTHERS HOLDINGS INC., et al., : **08-13555 (JMP)**
:
Debtors. : **(Jointly Administered)**
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RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively, the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Jennifer Sapp
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Squire Sanders & Dempsey L.L.P.

40 North Central Avenue, Suite 2700

Phoenix, Arizona 85004

2. Date of retention: August 15, 2008 _____

3. Type of services provided (accounting, legal, etc.):

Legal

4. Brief description of services to be provided:

Defense of eminent domain case brought by a public utility located in
Maricopa County, Arizona, as well as prosecution of counterclaims.

5. Arrangements for compensation (hourly, contingent, etc.)

Hourly

- (a) Average hourly rate (if applicable):

Approximately \$450/hour

- (b) Estimated average monthly compensation based on prepetition
retention (if firm was employed prepetition):

\$10,000 to \$20,000

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$22,621.04

Date claim arose: August 2008

Source of Claim: Legal services

7. Prepetition claims against the Debtors held individually by any member,
associate, or professional employee of the firm:

Name: N/A

Status:

Amount of Claim: \$

Date claim arose:

Source of claim: _____

8. Stock of the Debtors currently held by the firm:

Kind of shares: N/A _____

No. of shares: _____

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: N/A _____

Status: _____

Kind of shares: _____

No. of shares: _____

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

Squire Sanders does not hold any interest adverse to the Debtor or their estates with respect to the matters on which Squire Sanders is to be employed by the Debtors. In Paragraph 7 of the Affidavit of George Brandon submitted in connection with Squire Sanders' retention as an ordinary course professional, the specific nature of the certain representations by Squire Sanders of creditors and parties in interest is disclosed. None of these representations is related to the matters on which

Squire Sanders is to be employed and none result in Squire Sanders
holding an interest adverse to the Debtors with respect to the matters on
which Squire Sanders is to be employed.

11. Name of individual completing this form:

George Brandon